
IMPORTANT

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CITIC Resources Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE SHARES OF THE COMPANY,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of CITIC Resources Holdings Limited to be held at Empire Room I, 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong on Friday, 29 June 2012 at 3:00 p.m. is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

Hong Kong, 12 April 2012

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Empire Room I, 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong on Friday, 29 June 2012 at 3:00 p.m.
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended, supplemented or modified from time to time
“CITIC Group”	中國中信集團有限公司 (CITIC Group Corporation) (formerly known as 中國中信集團公司(CITIC Group)), a wholly state-owned company incorporated in the PRC
“Companies Act”	the Companies Act 1981 of the laws of Bermuda
“Company”	CITIC Resources Holdings Limited, a company incorporated in Bermuda, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	3 April 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate granted to the Directors to exercise the powers of the Company to repurchase Shares pursuant to and in accordance with the Repurchase Resolution
“Repurchase Proposal”	the proposal to grant a general mandate to the Directors to exercise the powers of the Company during the period as set out in the Repurchase Resolution to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution No. 4A set out in the notice of the Annual General Meeting contained in this circular in respect of the Repurchase Proposal
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholders”	holders of Shares
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with a primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

Executive Directors:

Mr. SUN Xinguo (*Vice Chairman*)

Mr. ZENG Chen

(Vice Chairman and Chief Executive Officer)

Mr. GUO Tinghu

Ms. LI So Mui

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Directors:

Mr. JU Weimin (*Chairman*)

Mr. QIU Yiyong

Mr. TIAN Yuchuan

Mr. WONG Kim Yin

Mr. ZHANG Jijing

Head Office and

Principal Place of Business:

Suites 3001-3006

30/F, One Pacific Place

88 Queensway

Hong Kong

Independent Non-executive Directors:

Mr. FAN Ren Da, Anthony

Mr. GAO Pei Ji

Mr. NGAI Man

12 April 2012

To Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE SHARES OF THE COMPANY,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to the granting to the Directors of general mandates to repurchase Shares and allot and issue Shares up to 10% and 20% respectively of the issued share capital of the Company as at the date of each respective resolution, the re-election of retiring Directors and the notice of the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 22 June 2011, a general mandate was given by the Company to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the Annual General Meeting. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information in respect of the Repurchase Proposal is set out in Appendix I to this circular.

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,865,737,149 Shares. Subject to the passing of the Repurchase Resolution in accordance with resolution No. 4A set out in the notice of the Annual General Meeting contained in this circular and on the basis that no further Shares are issued and no Shares are repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Resolution to repurchase a maximum of 786,573,714 Shares representing not more than 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 22 June 2011, a general mandate was given by the Company to the Directors to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew such general mandate at the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,865,737,149 Shares. Subject to the passing of the resolution to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company in accordance with resolution No. 4B set out in the notice of the Annual General Meeting contained in this circular and on the basis that no further Shares are issued and no Shares are repurchased prior to the Annual General Meeting, the Company will be allowed to issue a maximum of 1,573,147,429 Shares representing not more than 20% of the issued share capital of the Company as at the date of passing of resolution No. 4B set out in the notice of the Annual General Meeting.

Two ordinary resolutions will be proposed at the Annual General Meeting respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution and adding to such general mandate so granted to the Directors any Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Sun Xinguo; Mr. Zeng Chen; Mr. Guo Tinghu and Ms. Li So Mui, the non-executive Directors are Mr. Ju Weimin; Mr. Qiu Yiyong; Mr. Tian Yuchuan; Mr. Wong Kim Yin and Mr. Zhang Jijing, and the independent non-executive Directors are Mr. Fan Ren Da, Anthony; Mr. Gao Pei Ji and Mr. Ngai Man.

LETTER FROM THE BOARD

Pursuant to Bye-law 86(2), Mr. Ju Weimin will retire at the Annual General Meeting. Pursuant to Bye-laws 87(1) and 87(2), Mr. Sun Xinguo, Ms. Li So Mui, Mr. Tian Yuchuan and Mr. Ngai Man will retire by rotation at the Annual General Meeting. All retiring Directors are eligible and will offer themselves for re-election at the Annual General Meeting. The details and brief biography of each of Mr. Ju Weimin, Mr. Sun Xinguo, Ms. Li So Mui, Mr. Tian Yuchuan and Mr. Ngai Man are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

At the Annual General Meeting, resolutions will be proposed to Shareholders in respect of ordinary business to be considered at the Annual General Meeting, including re-election of retiring Directors, and special business to be considered at the Annual General Meeting, being the Repurchase Resolution and ordinary resolutions to approve the general mandate for Directors to issue new Shares and the extension of the general mandate to issue new Shares.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to Suites 3001-3006, 30/F, One Pacific Place, 88 Queensway, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the granting to the Directors of general mandates to repurchase Shares and to allot and issue Shares, and the re-election of the retiring Directors are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend that Shareholders should vote in favour of the resolutions set out in the notice of the Annual General Meeting contained in this circular.

Yours faithfully,
For and on behalf of the Board
CITIC Resources Holdings Limited
Zeng Chen
Vice Chairman and Chief Executive Officer

This Appendix I serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Repurchase Resolution, the approval of which will grant a general mandate to the Directors to exercise the power of the Company during the period as set out in the Repurchase Resolution to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution.

1. SHARE REPURCHASE RULES

The Share Repurchase Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' Approval

The Share Repurchase Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase.

(b) Source of Funds

Share repurchases must be made out of funds which are legally available for the purpose and in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(c) Maximum Number of Shares to be Repurchased and Subsequent Issue

The shares to be repurchased by a company must be fully-paid up. A maximum of 10% of the existing issued share capital of a company as at the date of passing of the relevant resolution may be repurchased on the Stock Exchange and a company may not, without the prior approval of the Stock Exchange, issue new shares or announce a proposed new issue of shares for a period of 30 days immediately following a share repurchase whether on the Stock Exchange or otherwise (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the company to issue securities, which were outstanding prior to the repurchase).

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,865,737,149 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued and no Shares are repurchased prior to the Annual General Meeting, the Company will be allowed, if the Repurchase Resolution is approved, to repurchase a maximum of 786,573,714 Shares representing not more than 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution.

3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and Shareholders as a whole. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and Shareholders as a whole.

4. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the applicable law of Bermuda. Pursuant to the Companies Act, the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, the profits that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on a share repurchase may only be paid out of either the profits that would otherwise be available for dividend or distribution, or the share premium or contributed surplus accounts of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the 2011 Annual Report of the Company in the event that the Repurchase Proposal were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to an extent where it would, in the circumstances, have a material adverse effect on the working capital requirements or gearing levels of the Company or which in the opinion of the Directors are from time to time inappropriate for the Company.

5. SHARES PRICES

The highest and lowest prices at which Shares have traded on the Stock Exchange during each of the twelve complete months prior to the Latest Practicable Date and for the month of April 2012 up to the Latest Practicable Date were as follows:

		Share price (HK\$)		
		Highest	Lowest	
2011	April	1.911 A	1.611 A	
	May	1.811 A	1.440 A	
	June	1.550	1.270	
	July	1.500	1.360	
	August	1.470	1.110	
	September	1.280	0.710	
	October	1.230	0.650	
	November	1.220	1.030	
	December	1.170	1.010	
	2012	January	1.170	0.980
		February	1.410	1.130
		March	1.450	1.200
April (up to the Latest Practicable Date)		1.340	1.270	

A = adjusted to take into effect the result of the rights issue completed by the Company in June 2011

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make Share repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such mandate is approved by Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders.

7. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, CITIC Group, the ultimate holding company of the Company, was interested in an aggregate of 4,542,569,697 Shares, representing 57.75% of the issued share capital of the Company. Based on such shareholding and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, the aggregate shareholding of CITIC Group would increase to 64.17% of the issued share capital of the Company. The Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchases made under the Repurchase Mandate.

The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the issued share capital of the Company.

8. SHARES REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars (as required by the Listing Rules) of the Directors who will retire and, being eligible, will offer themselves for re-election at the Annual General Meeting:

1. **Mr. Ju Weimin**, aged 48, was appointed the Chairman, a non-executive Director and a member of the nomination committee of the Company in March 2012. He is responsible for the strategic planning of the Group. Mr. Ju holds a Master's Degree in Economics from Renmin University of China. He is a vice president of 中國中信股份有限公司 (CITIC Limited) and a director of Keentech Group Limited (“**Keentech**”). He is the chairman and a non-executive director of Asia Satellite Telecommunications Holdings Limited (Stock Code: 1135) and a non-executive director of CITIC Pacific Limited (Stock Code: 267) (both listed on the Main Board of the Stock Exchange), a non-executive director of China CITIC Bank Corporation Limited (Stock Code: 998) and CITIC Securities Company Limited (Stock Code: 6030) (both listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange). He ceased to act as an executive director and a vice president of CITIC Group in December 2011 upon its restructuring but still holds directorships in several other subsidiaries of CITIC Group. Mr. Ju has over 24 years' experience in accounting, finance, investments and corporate management.

There is a letter of appointment between the Company and Mr. Ju. He shall hold office for an initial term of one year and thereafter from year to year subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. He is entitled to receive a director's fee of HK\$250,000 p.a. The fee is determined in accordance with his role and responsibilities.

As at the Latest Practicable Date, Mr. Ju did not have any interests in Shares or other securities of the Company within the meaning of Part XV of the SFO.

2. **Mr. Sun Xinguo**, aged 61, is a Vice Chairman of the Company. He has been an executive Director since 2002 and was the President and Chief Executive Officer of the Company between 2005 and 2010. He is also a director of several subsidiaries of the Company. He is responsible for the strategic development of the Group. Mr. Sun holds a Bachelor of Arts Degree from Fudan University and graduated from the Advanced Management Program (AMP167) of Harvard Business School in 2004. He is a director of Keentech. He ceased to act as a director of CITIC Group in December 2011 upon its restructuring but still holds directorships in several other subsidiaries of CITIC Group. Mr. Sun has over 36 years' experience in project investment, marketing and operation, import and export, securities investment and corporate finance.

There is a service contract between the Company and Mr. Sun. He has no fixed term of service with the Company but is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. Mr. Sun is entitled to receive an annual salary of HK\$2,280,000. His remuneration has been determined by reference to prevailing market conditions, his position as a Director and his responsibilities in the Group. Mr. Sun may at the discretion of the Company receive an annual bonus in addition to his normal remuneration. Bonus awards are determined by reference to, amongst other factors, the operating results and requirements of the Group and Mr. Sun's contribution to the performance of the Group.

As at the Latest Practicable Date, Mr. Sun had a personal interest of 5,883,500 Shares within the meaning of Part XV of the SFO which represents 0.07% of the total Shares in issue. Save as aforesaid, he did not have any other interests in Shares or other securities of the Company within the meaning of Part XV of the SFO.

3. **Ms. Li So Mui**, aged 57, joined in 2000 as an executive Director and the Company Secretary of the Company. She is also a director of several subsidiaries of the Company. She is responsible for the financial management and general administration of the Group. Ms. Li holds a Master's Degree in Business Administration and is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Association of International Accountants. Ms. Li has over 34 years' experience in the accounting and banking field.

There is a service contract between the Company and Ms. Li. She has no fixed term of service with the Company but is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. Ms. Li is entitled to receive an annual salary of HK\$2,220,000. Her remuneration has been determined by reference to prevailing market conditions, her position as a Director and her responsibilities in the Group. Ms. Li may at the discretion of the Company receive an annual bonus in addition to her normal remuneration. Bonus awards are determined by reference to, amongst other factors, the operating results and requirements of the Group and Ms. Li's contribution to the performance of the Group.

As at the Latest Practicable Date, Ms. Li had a personal interest of 224,000 Shares within the meaning of Part XV of the SFO which represents 0.003% of the total Shares in issue and holds options entitling her to subscribe for 2,165,524 Shares. Save as aforesaid, she did not have any other interests in Shares or other securities of the Company within the meaning of Part XV of the SFO.

4. **Mr. Tian Yuchuan**, aged 47, is a non-executive Director. He was an executive Director between 2001 and 2004, and rejoined the Company as an executive vice president in 2008. He was an executive Director between 2009 and 2010, and was re-designated as a non-executive Director in 2010. Mr. Tian holds a Bachelor of Arts Degree from Beijing Foreign Studies University. He is an executive director and the chief executive officer of CITIC Dameng Holdings Limited (Stock Code: 1091) listed on the Main Board of the Stock Exchange. Mr. Tian held senior positions in several subsidiaries of CITIC Group between 1986 and 2004. He held high-level positions in several companies listed on the Stock Exchange and the Shenzhen Stock Exchange between 2004 and 2007. Mr. Tian has over 26 years' experience in multi-national businesses, corporate management, international equity investments and corporate finance.

There is a letter of appointment between the Company and Mr. Tian. He shall hold office for an initial term of one year and thereafter from year to year subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. He is entitled to receive a director's fee of HK\$150,000 p.a. The fee is in line with that paid by the Company to other non-executive Directors.

As at the Latest Practicable Date, Mr. Tian did not have any interests in Shares or other securities of the Company within the meaning of Part XV of the SFO.

5. **Mr. Ngai Man**, aged 66, joined in 2006 as an independent non-executive Director. He is also a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Ngai has been a senior adviser to the chairmen of Charoen Pokphand Group and Chia Tai Group since 1988. He is also a director of Longtime Company Limited and Orient Telecom & Technology Holdings Limited. Mr. Ngai has over 39 years' experience in various industries in South-east Asia including telecommunications, trading, hotels and leisure, petrochemicals, real estate and agriculture. In 1995, he was recognised as an "honorary citizen" by the Shenzhen Municipal Government.

There is a letter of appointment between the Company and Mr. Ngai. He shall hold office for an initial term of one year and thereafter from year to year subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. He is entitled to receive a director's fee of HK\$350,000 p.a. The fee is determined on the same basis as that paid by the Company to other independent non-executive Directors.

As at the Latest Practicable Date, Mr. Ngai did not have any interests in Shares or other securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, each of Mr. Ju, Mr. Sun, Ms. Li, Mr. Tian and Mr. Ngai does not hold, and has not held, any other positions within the Group and is not connected with any Directors, substantial or controlling Shareholders, or senior management of the Company.

Save as disclosed above, each of Mr. Ju, Mr. Sun, Ms. Li, Mr. Tian and Mr. Ngai has not in the last three years held any directorship in any other public company the securities of which are listed on any securities market in Hong Kong or overseas.

There is no information relating to each of Mr. Ju, Mr. Sun, Ms. Li, Mr. Tian and Mr. Ngai that is required to be disclosed pursuant to rules 13.51(2)(h) to (w) of the Listing Rules nor are there other matters that need to be brought to the attention of Shareholders in connection with their respective re-election.

NOTICE OF ANNUAL GENERAL MEETING



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of CITIC Resources Holdings Limited (the “**Company**”) will be held at Empire Room I, 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong on Friday, 29 June 2012 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the report of the directors and the independent auditors’ report for the year ended 31 December 2011.
2. To re-elect directors and authorise the board of directors to fix the directors’ remuneration.
3. To re-appoint Ernst & Young as auditors and authorise the board of directors to fix the auditors’ remuneration.
4. As special business to consider and, if thought fit, pass with or without amendment, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.05 each in the share capital of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of Shares which the directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of shareholders of the Company in a general meeting.”

B. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined in Resolution No. 4A set out in the notice convening this meeting) of all the powers of the Company to allot, issue and deal with additional Shares (as defined in Resolution No. 4A set out in the notice convening this meeting) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares; (iii) an issue of Shares as scrip dividends pursuant to the bye-laws of the Company from time to time; or (iv) an issue of Shares under any option scheme or similar arrangement for the grant or issue of Shares or rights to acquire Shares, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) “**Rights Issue**” means an offer of Shares open for a period fixed by the directors of the Company to the existing shareholders of the Company on the register maintained by the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”
- C. “**THAT** subject to the passing of resolutions Nos. 4A and 4B set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional Shares (as defined in Resolution No. 4A set out in the notice convening this meeting) pursuant to resolution No. 4B set out in the notice convening this meeting be and is hereby increased by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to resolution No. 4A set out in the notice convening this meeting, provided that such amount of Shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the said resolution.”

By Order of the Board
CITIC Resources Holdings Limited
Li So Mui
Company Secretary

Hong Kong, 12 April 2012

Head Office and Principal Place of Business:
Suites 3001-3006
30/F, One Pacific Place
88 Queensway
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or, if holding two or more Shares, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person at the Annual General Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Annual General Meeting is enclosed.
3. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be returned to the head office and principal place of business of the Company at Suites 3001-3006, 30/F, One Pacific Place, 88 Queensway, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.
4. If there are joint registered holders of a Share, any one of such joint holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Annual General Meeting personally or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
5. In accordance with the Listing Rules, voting on the above ordinary resolutions will be taken by poll.
6. With regard to resolution no. 2 set out in the notice convening the Annual General Meeting, the board of directors of the Company proposes that the retiring directors who will offer themselves for re-election, namely, Mr. Ju Weimin, Mr. Sun Xinguo, Ms. Li So Mui, Mr. Tian Yuchuan and Mr. Ngai Man, be re-elected as directors of the Company. The details of the directors to be re-elected are set out in Appendix II to the circular to shareholders of the Company dated 12 April 2012.

As at the date hereof, the executive directors of the Company are Mr. Sun Xinguo; Mr. Zeng Chen; Mr. Guo Tinghu and Ms. Li So Mui, the non-executive directors are Mr. Ju Weimin; Mr. Qiu Yiyong; Mr. Tian Yuchuan; Mr. Wong Kim Yin and Mr. Zhang Jijing, and the independent non-executive directors are Mr. Fan Ren Da, Anthony; Mr. Gao Pei Ji and Mr. Ngai Man.